TORRENT CABLES LIMITED

Corporate Identity Number (CIN) : L24230GJ1991PLC015279
Registered Office: Torrent House, Off Ashram Road, Ahmedabad - 380 009, India.
Tel:079-26582573, 26577935, 30001067 Fax:079-26583484
E-mail id: invgrievance@torrentcables.com
Website :www.torrentcables.com

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, that the resolutions given below are proposed to be passed by Postal Ballot for approving the enhancement of the borrowing limits of the Company from the existing ₹ 300 Crores to the amount not exceeding ₹ 13,500 Crores (excluding working capital facilities) and creation of charge on Company's properties for securing the borrowings within the said limits and working capital facilities availed or to be availed.

The Company is, therefore, seeking your consent for the said proposals by special resolutions in compliance with the provisions of Sections 180 (1)(c) and 180 (1)(a) and other applicable provisions, if any, of the Companies Act, 2013. Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, pertaining to the said Resolutions setting out the material facts as required under the said section is annexed to the Notice. Said resolutions and Explanatory Statement thereto along with the Postal Ballot Form are being sent herewith for your consideration.

Electronic Voting (e-voting):

In compliance with Clause 35B of the Listing Agreement and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate for our Members which would enable you to cast your votes electronically, instead of through physical postal ballot form. For this purpose, the Company has obtained services of National Securities Depository Limited (NSDL). E-voting is optional for shareholders. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Form. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from www.evoting.nsdl.com or www.torrentcables.com/for_investors.html

The Company has appointed Shri Rajesh Parekh, Practising Company Secretary as a Scrutinizer and Shri Kamlesh Patel, Practising Company Secretary, as an Alternate Scrutinizer to Shri Rajesh Parekh for conducting the Postal Ballot in a fair and transparent manner.

You are requested to peruse the proposed Resolutions along with their Explanatory Statement and thereafter mark your assent or dissent by filling the necessary details and putting your signature at the marked place in the Postal Ballot Form and return the same **in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 5.30 p.m. on Friday, 26th September, 2014.** In respect of shareholders opting for e-voting mode as above, they should cast their vote online from **9.30 a.m. on Thursday, 28th August, 2014 till 5.30 p.m on Friday, 26th September, 2014** as per instructions provided in Postal Ballot Form. Your assent/dissent received after 5.30 p.m. on Friday, 26th September, 2014 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballots, the Scrutiziner shall submit his report to the Chairman of the Company. **The result of the Postal Ballot shall be announced on Saturday, 27th September, 2014 at 4.00 p.m. at the registered office of the Company and shall also be displayed on the Company's website www.torrentcables.com** alongwith Scrutinizer's Report besides communicating to the stock exchange on which the shares of the Company are listed.

PROPOSED RESOLUTIONS:

Item No.1

To consider and give assent/ dissent to the following resolution as a **Special Resolution:**

BORROWING LIMITS

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in supersession of the earlier resolution passed by the Company in this regard, the consent of the Company be and is hereby accorded to the Board of Directors, to borrow any sum or sums of monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business), from time to time, in such form and manner and on such terms and conditions as the Board may deem fit, as may be required for the purpose of business of the Company, from one or more Banks, Financial Institutions and or any other lending institutes, Government(s)/ Government Bodies, Company's bankers and /from any one or more other persons (including but not limited to the Company's shareholders), firms and body corporates, by way of term loans, debentures, or any other securities or otherwise, either in rupees or in such other foreign currencies as may be permitted by law from time to time, whether secured or unsecured provided that the total amount borrowed and outstanding at any time shall not exceed ₹ 13,500 Crores (Rupees Thirteen Thousand Five Hundred Crore only), notwithstanding the fact that money to be borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid-up share capital of the Company and its free reserves (reserves not set apart for any specific purpose).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

Item No.2

To consider and give assent/ dissent to the following resolution as a **Special Resolution:**

CREATION OF CHARGES

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the Rules made there under, including any modifications, amendments or re-enactment thereof ("the Act") and subject to such other approvals as may be necessary, and in supersession of the earlier resolution passed by the Company in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge, assignment and/or charge, in addition to mortgage, hypothecation, pledge, assignment and/or charge already created, in such form, manner and ranking and on such terms as the Board may deem fit in the interest of the Company, on all or any of the immovable and/or movable properties of the Company, including intellectual property rights, licences, project documents, contracts and insurance policies wheresoever situated, both present and future, and/or the whole or part of the undertaking of the Company together with or without the power to enter upon and to take possession of any such asset and to take over the business or take over the management of the business or any undertaking of the Company in case of certain events of default, in favour of the lender(s), agent(s) or trustee(s); for securing the borrowing including working capital facilities availed or to be availed by the Company or any of its subsidiaries, from time to time, by way of loans, debentures, cash credit, advances, deposits, bill discounting or any other securities or otherwise, in foreign currency or in Indian Rupees, in one or more tranches, along with interest, additional interest, accumulated interest, liquidated damages, commitment charges or costs, expenses and all other monies payable by the Company or any of its subsidiaries in terms of respective loan agreement(s) or any other

document entered /to be entered into between the Company or any of its subsidiaries and the lenders/agents/investors and trustees as may be stipulated in that behalf and agreed to between the Board and the lenders, agents or trustees including any increase as a result of devaluation / revaluation / fluctuations in the rate of exchange, from time to time, upto the limits approved under Section 180(1)(c) of the Companies Act, 2013 and for working capital facilities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to aforesaid resolution and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to delegate all or any of the above powers to the Committee of Directors."

By order of the Board
For **Torrent Cables Limited**

Raghu Parakh
Director-in-Charge & CEO
(DIN : 03546937)

Ahmedabad
12th May, 2014

Registered Office:
Torrent House,
Off Ashram Road,
Ahmedabad-380009
CIN: L24230GJ1991PLC015279
Tel. No. +91 79-26582573, 26577935, 30001067, Fax:079-26583484
Website: www.torrentcables.com
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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.

2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 18th July, 2014.

EXPLANATORY STATEMENT OF MATERIAL FACTS

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1 & 2

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by means of a Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose). At the 5th Annual General Meeting of the Company held on 27th September, 1996, approval of the members of the Company was accorded for borrowings u/s 293(1)(d) of the Companies Act, 1956 for the amount not exceeding ₹ 300 crores and at the 19th Annual General Meeting of the Company held on 28th July, 2010, approval of the members of the Company was accorded for creation of mortgages, charges and hypothecations etc., u/s 293(1)(a) of the Companies Act, 1956 to secure borrowings for an amount not exceeding ₹ 300 Crores.

The Board of Directors, at its meeting held on 12th May, 2014 considered and approved the draft Scheme of Amalgamation of Torrent Energy Limited and Torrent Cables Limited with Torrent Power Limited, along with re-organisation of consolidated long-term financing arrangements of all three Companies with appropriate security structure, as may be acceptable to the Board and fulfilment of required pre-disbursement conditions for such arrangements, subject to approval of shareholders, lenders, other regulatory approvals and such other approvals as may be required. With a view to meet the aforesaid re-organization of long-term consolidated financial arrangements of all three companies Torrent Energy Limited, Torrent Cables Limited and Torrent Power Limited, the Company may be required to avail one or more facilities by way of loans and/or issue of Bonds, Debentures or other securities, jointly, from the existing as well as new lenders, from time to time, on such terms as may be mutually agreed with lenders, and accordingly, it is therefore required to take approval of the shareholders by means of special resolution for the borrowing limits of the Company upto ₹ 13,500 Crores (Rupees Thirteen Thousand Five Hundred Crores Only).

The borrowing availed by the Company is generally required to be secured by mortgage/charge on immovable and/or movable properties of the Company in such form, manner and ranking as may be decided in consultation with the lenders. Mortgage/charge on movable and/or immovable properties of the Company and/or whole or part of the undertaking(s) to secure the borrowings of the Company and/ or its subsidiary companies may be regarded as disposal of the company's undertaking(s) within the meaning of Section 180(1) (a) of the Companies Act, 2013 requiring approval of shareholders of the Company by means of special resolution.

The resolutions contained in item no.1 & 2 of the accompanying Notice, accordingly, seek members' approval for the borrowing limits and disposal of the Company's undertaking(s) by creation of mortgage / charge etc., thereon and for authorizing the Board of Directors (including a Committee thereof authorized for the purpose) of the Company to complete all the formalities in connections with the increase in the borrowing limits and creating charge on Company's properties, respectively.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way concerned or interested in the proposed resolutions.

The Board of Directors recommends the Resolutions at Item no. 1 & 2 for your approval as Special Resolutions by way of Postal Ballot.

By order of the Board
For **Torrent Cables Limited**

Raghu Parakh
Director-in-Charge & CEO
(DIN : 03546937)

Ahmedabad
12th May, 2014

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POSTAL BALLOT FORM

(To be returned to the Scrutinizer appointed by the Company)

Postal Ballot No.

Sr. No.	Particulars	Details of Shareholder(s)
1.	Name(s) of Shareholder(s) including joint holder (s), if any. (in block letters)	
2.	Registered Address of sole / first named Shareholder (in block letters)	
3.	Registered Folio No. / DPID No. & Client ID No.* (*applicable only to shareholders holding equity shares in demat form)	
4.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice dated 12th May, 2014 of the Company by sending my/our assent (for) or dissent (against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares held	I / We assent (agree) to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	To authorise Board of Directors to Borrow upto Rs. 13,500 Crores (excluding Working Capital facilities).			
2.	Creating charge on the Company's properties for securing the borrowings availed or to be availed within the above limits and working capital facilities.			

Place :
Date :

Signature of the Shareholder
OR
Authorized Representative

Particulars for E-voting

E-Voting Event Number (EVEN)	User ID	Password

Note : i. Please read the instructions printed overleaf carefully before filling the form.
ii. Last date for receipt of Postal Ballot form is 26th September, 2014 (before 5:30 p.m.)

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. Postage charges will be borne by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier or registered / speed post at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed (as per the specimen signature registered with the Company/NSDL/CDSL) by the shareholder. In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned/Incomplete/Incorrect Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 5.30 p.m. on Friday, 26th September, 2014. Postal Ballot Form received after this time (i.e. 5:30 p.m. on 26th September, 2014) will be strictly treated as if the reply from such shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the shareholders as on the cut-off date i.e. 18th July, 2014.
6. A shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the website of the Company: http://www.torretcables.com. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 5.30 p.m. on Friday, 26th September, 2014.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final and binding.
9. Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.

INSTRUCTIONS FOR E-VOTING

1. Launch internet browser by typing URL: https://www.evoting.nsdl.com
2. Click on "Shareholder – Login".
3. Enter your User ID and initial password/PIN as provided with this letter. Click Login. If you are already registered with NSDL for e-voting then you can use your existing User ID and password/PIN for casting your vote.
4. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
5. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
6. Select "EVEN" of Torrent Cables Limited.
7. Now you are ready for e-voting as "Cast Vote" page opens.
8. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
10. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the resolution(s).
12. You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s). You may also enter the secret question and answer of your choice to retrieve your password in case you forget it.
13. Last date for voting electronically is **Friday, 26th September, 2014 (before 5:30 p.m.).**

OTHER INSTRUCTIONS

1. In case of shares held by companies, Institutions, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors / Authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013. Shareholders voting through e-voting mode should send a scanned copy (PDF/JPG Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on torrentcablesscrutinizer14@gmail.com with a copy marked to evoting@nsdl.co.in.
2. The date of declaration of results of the postal ballot **(i.e. on 27th September, 2014)** shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
3. Kindly note that the shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600 for any further clarifications.